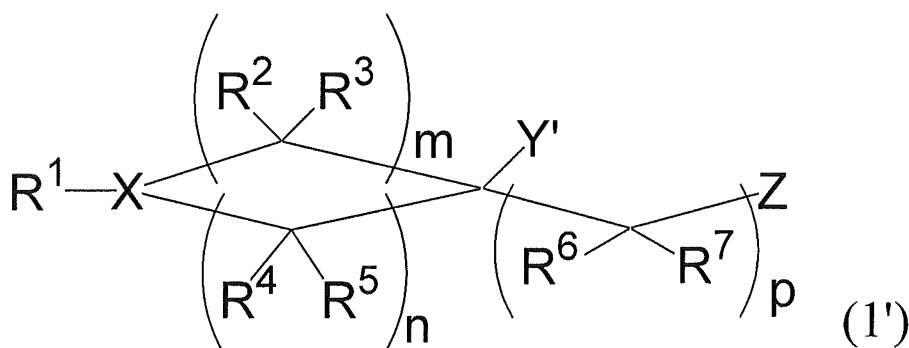


AMENDMENTS TO THE CLAIMS

1. - 2. (Canceled)

3. (Currently amended) A compound of the formula (1'):



wherein

m, n, and p are independently an integer of 0 - 4, provided $3 \leq m + n \leq 8$ and n are 2 and p is 0;

X is nitrogen atom or a group of the formula: $C-R^{15}$;

R^{15} is hydrogen atom, a substituted or unsubstituted alkyl group, a substituted or unsubstituted aromatic group, or a group of the formula: $-NR^{19}R^{20}$ wherein

R^{19} and R^{20} are each independently hydrogen atom; a substituted or unsubstituted lower alkyl group; a substituted or unsubstituted cycloalkyl group; a saturated heterocyclic group comprising 3 - 8 carbon atoms as ring components which includes one $-NR^{21}$ - (~~R^{21} is, wherein R^{21} is a hydrogen atom, a substituted or unsubstituted lower alkyl group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted lower alkoxy carbonyl group, a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group~~) group, or one oxygen atom and may optionally have one or more substituents on the carbon atoms of the saturated heterocyclic group; a substituted or unsubstituted lower

alkoxycarbonyl group; a substituted or unsubstituted aromatic group, a substituted or unsubstituted aralkyl group; or a substituted or unsubstituted heteroarylalkyl group; or alternatively

~~—————R¹⁹ and R²⁰ may combine together with the nitrogen atom bound with R¹⁹ and R²⁰ to form a saturated cyclic amino group comprising 3–8 carbon atoms as ring components, which may further include one –NR²²— (R²² is hydrogen atom, a substituted or unsubstituted lower alkyl group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted lower alkoxy carbonyl group, a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group) or one oxygen atom as a ring component and may optionally have one or more substituents on the carbon atoms of the saturated cyclic amine group;~~

Y' is a substituted or unsubstituted cycloalkyl group; a substituted or unsubstituted aromatic group; or a group of the formula: -C(=O)R^{8a} wherein R^{8a} is a substituted or unsubstituted cycloalkyl group, or a substituted or unsubstituted aromatic group;

R¹ is hydrogen atom; a substituted or unsubstituted alkyl group; a substituted or unsubstituted alkenyl group; a substituted or unsubstituted alkynyl group, a substituted or unsubstituted cycloalkyl group; a saturated heterocyclic group comprising 3 - 8 carbon atoms as ring components which includes one -NR²³- (R²³, wherein R²³ is a hydrogen atom, a substituted or unsubstituted lower alkyl group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted lower alkoxy carbonyl group, a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group) or one oxygen atom and may optionally have one or more substituents on the carbon atoms of the saturated heterocyclic group;

a substituted or unsubstituted aromatic group; or a group of the formula: $-C(=O)R^{14}$ wherein R^{14} is a substituted or unsubstituted alkyl group, a substituted or unsubstituted alkenyl group, a substituted or unsubstituted alkynyl group, a substituted or unsubstituted cycloalkyl group, or a substituted or unsubstituted aromatic group;

R^2 , R^3 , R^4 , R^5 , R^6 , and R^7 are the same or different and are selected from the group consisted of hydrogen atom, hydroxyl group, a substituted or unsubstituted alkyl group, a substituted or unsubstituted alkoxy group, a substituted or unsubstituted alkoxycarbonyl group, a substituted or unsubstituted aralkyl group, a substituted or unsubstituted heteroarylalkyl group, a substituted or unsubstituted aralkyloxy group, or a substituted or unsubstituted heteroarylalkyloxy group; and when each of R^2 , R^3 , R^4 , R^5 , R^6 , and/or R^7 exists plurally, each thereof is independently selected from the aforementioned group; alternatively

one or plural combinations of R^2 and R^3 , R^4 and R^5 , and R^6 and R^7 may combine to form oxo group; alternatively

~~R^2 and R^4 may combine to form an alkylene group; alternatively~~

any two of the carbon atoms substituted with R^2 and R^3 , or R^4 and R^5 may combine to form double bond when the two carbons are located adjacently; and

~~Z is hydrogen atom, hydroxyl group, carboxy group, cyano group, phthalimide group, halogen atom, a substituted or unsubstituted alkyl group, a substituted or unsubstituted alkenyl group, a substituted or unsubstituted alkynyl group, a substituted or unsubstituted cycloalkyl group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted lower alkoxycarbonyl group, a substituted or unsubstituted carbamoyl group, a substituted or unsubstituted benzyloxycarbonyl group, a substituted or unsubstituted aralkyloxy group, a~~

~~substituted or unsubstituted heteroarylalkyloxy group, a substituted or unsubstituted aryloxy group, a substituted or unsubstituted heteroaryloxy group, a substituted or unsubstituted lower alkoxy group, a substituted or unsubstituted lower alkanoyloxy group, a substituted or unsubstituted lower alkylthio group, a substituted or unsubstituted lower alkylsulfinyl group, a substituted or unsubstituted lower alkylsulfonyl group, a substituted or unsubstituted benzenesulfonyloxy group, a substituted or unsubstituted lower alkoxy carbonyl amino group, or a~~
 group of the formula: $-NR^9R^{10}$ wherein

R^9 and R^{10} are each independently hydrogen atom, a substituted or unsubstituted lower alkyl group, a substituted or unsubstituted cycloalkyl group, a substituted or unsubstituted lower alkoxy carbonyl group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted acyl group, a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group; or alternatively

R^9 and R^{10} may combine together with the nitrogen atom bound with R^9 and R^{10} to form a saturated cyclic amino group comprising 3 - 8 carbon atoms as ring components, which may further include one $-NR^{11}-$ (~~R^{11} is, wherein R^{11} is a~~ hydrogen atom, a substituted or unsubstituted lower alkyl group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted lower alkoxy carbonyl group, a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group) group, or one oxygen atom as a ring component and may optionally have one or more substituents on the carbon atoms of the saturated cyclic amino group; and

~~provided that Z is not cyano group when both Y' and R^+ are unsubstituted phenyl group,~~
 or a prodrug thereof, or a pharmaceutically acceptable salt thereof.

4. (Currently amended) The compound according to claim 3 wherein
~~X is nitrogen atom, and R² and R⁴ combine to form an alkylene; or alternatively~~
X is a group of the formula: C-R¹⁵,
or a prodrug thereof, or a pharmaceutically acceptable salt thereof.
5. (Previously presented) The compound according to claim 3 wherein Y' is a substituted or unsubstituted aromatic group,
or a prodrug thereof, or a pharmaceutically acceptable salt thereof.
6. (Original) The compound according to claim 5 wherein R¹ is a substituted or unsubstituted aromatic group,
or a prodrug thereof, or a pharmaceutically acceptable salt thereof.
7. (Original) The compound according to claim 6 wherein Y' is a substituted or unsubstituted phenyl group, or a substituted or unsubstituted pyridyl group,
or a prodrug thereof, or a pharmaceutically acceptable salt thereof.
8. (Original) The compound according to claim 7 wherein
R¹ is phenyl group, pyridyl group, pyrimidinyl group, benzoxazolyl group, or benzothiazolyl group, which may be optionally substituted with one or more substituents,
or a prodrug thereof, or a pharmaceutically acceptable salt thereof.

9. (Original) The compound according to claim 8 wherein

R^1 is a substituted phenyl group or a substituted pyridyl group, wherein the substituents on the phenyl group or pyridyl group are the same or different and are selected from one or more of hydroxyl group or a lower alkoxy group,

or a prodrug thereof, or a pharmaceutically acceptable salt thereof.

10. (Previously presented) The compound according to claim 3 wherein

X is the formula: $C-R^{15}$, and

R^{15} is a group of the formula: $-NR^{19}R^{20}$,

or a prodrug thereof, or a pharmaceutically acceptable salt thereof.

11. (Currently amended) The compound according to claim 10 wherein in the formula:

$-NR^{19}R^{20}$

R^{19} is hydrogen atom, and

R^{20} is a substituted or unsubstituted aromatic group, a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group, or alternatively
~~— R^{19} and R^{20} may combine together with the nitrogen atom bound with R^{19} and R^{20} to form a saturated cyclic amino group comprising 3–8 carbon atoms as ring components, which may further include one $-NR^{22}$ (R^{22} is hydrogen atom, a substituted or unsubstituted lower alkyl group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted lower alkoxy carbonyl group, a substituted or unsubstituted aralkyl group, or a substituted or~~

~~unsubstituted heteroarylalkyl group) as a ring component and may optionally have one or more substituents on the carbon atoms of the saturated cyclic amino group,~~
or a prodrug thereof, or a pharmaceutically acceptable salt thereof.

12. (Original) The compound according to claim 10 wherein

R^{15} is a group of the formula: $-NR^{19}R^{20}$,

R^{19} is hydrogen atom,

R^{20} is a substituted or unsubstituted aromatic group, a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group, and

the configuration between R^{15} and Y' is trans,

or a prodrug thereof, or a pharmaceutically acceptable salt thereof.

13. (Original) The compound according to claim 12 wherein R^{20} is a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group,
or a prodrug thereof, or a pharmaceutically acceptable salt thereof.

14. (Original) The compound according to claim 12 wherein R^{20} is a substituted benzyl group wherein the substituent is sulfamoyl group,
or a prodrug thereof, or a pharmaceutically acceptable salt thereof.

15. (Currently amended) The compound according to claim 10 wherein

R^{15} is a group of the formula: $-NR^{19}R^{20}$;

R^{19} is hydrogen atom;

R^{20} is a saturated heterocyclic group comprising 3 - 8 carbon atoms as ring components which includes one $-NR^{21}-$ (~~R^{21} is, wherein R^{21} is a hydrogen atom, a substituted or unsubstituted lower alkyl group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted lower alkoxy carbonyl group, a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group~~) group, or one oxygen atom and may optionally have one or more substituents on the carbon atoms of the saturated heterocyclic group; and

the configuration between R^{15} and Y' is trans,

or a prodrug thereof, or a pharmaceutically acceptable salt thereof.

16. (Currently amended) The compound according to claim 10 wherein

R^{15} is a group of the formula: $-NR^{19}R^{20}$ wherein ~~R^{19} and R^{20} combine together with the nitrogen atom bound with R^{19} and R^{20} to form a saturated cyclic amino group comprising 3 - 8 carbon atoms as ring components, which may further include one $-NR^{22}-$ (R^{22} is hydrogen atom, a substituted or unsubstituted lower alkyl group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted lower alkoxy carbonyl group, a substituted or unsubstituted aralkyl group, or a substituted or unsubstituted heteroarylalkyl group) as a ring component and may optionally have one or more substituents on the carbon atoms of the saturated cyclic amino group; and~~

_____ the configuration between R^{15} and Y' is cis,

or a prodrug thereof, or a pharmaceutically acceptable salt thereof.

17. (Currently amended) The compound according to claim 9 wherein every R^2 , R^3 , R^4 , R^5 , R^6 , and R^7 is a hydrogen atom, or alternatively one or plural combinations of R^2 and R^3 , R^4 and R^5 , and R^6 and R^7 combine to form an oxo group; and the others are all hydrogen atom, or a prodrug thereof, or a pharmaceutically acceptable salt thereof.

18. (Currently amended) The compound according to claim 17 wherein every R^2 , R^3 , R^4 , and R^5 is a hydrogen atom, and R^6 and R^7 combine to form an oxo group, or both R^6 and R^7 are hydrogen atom, or a prodrug thereof, or a pharmaceutically acceptable salt thereof.

19. (Canceled)

20. (Currently amended) The compound according to ~~claim 19~~ claim 3 wherein Y' is a substituted phenyl group wherein the substituents on the phenyl group are the same or different and are selected from one or more of hydroxyl group or a lower alkoxy group, or a prodrug thereof, or a pharmaceutically acceptable salt thereof.

21. - 23. (Canceled)

24. (Previously presented) A pharmaceutical composition comprising as an active ingredient the compounds set forth in claim 3, or a prodrug thereof, or a pharmaceutically acceptable salt thereof.

25. - 26. (Canceled)

27. (Currently amended) A method for treating hyperlipidemia or arteriosclerosis comprising administering to a ~~paieient~~patient in need of the treatment a therapeutically effective dose of the compound set forth in claim 3, or a prodrug thereof, or a pharmaceutically acceptable salt thereof.

28. (Canceled)

29. (New) The compound of claim 3, wherein Z is a substituted or unsubstituted carbamoyl group.

30. (New) The compound of claim 29, wherein Y' is an alkoxyphenyl group.

31. (New) The compound of claim 29, wherein Y' is an alkoxyphenyl group and X is C-R¹⁵ arranged in trans with Y'.

32. (New) The compound of claim 3 that is cis-4-[(biphenyl-4-ylmethyl)amino]-1-(3-methoxyphenyl)cyclohexanecarboxamide.

33. (New) A method for enhancing low density lipoprotein receptor expression in a cell comprising contacting said cell with a compound according to claim 3.

34. (New) A method for enhancing low density lipoprotein receptor expression in a patient comprising administering to said patient a pharmaceutical composition according to claim 24.

35. (New) The pharmaceutical composition of claim 24 that comprises 0.1 to 1000 mg of the compound.